


MEMORANDUM

TO: CFX Board Members
Laura Kelley, CFX Executive Director

FROM:  Joseph L. Passiatore, General Counsel

DATE: July 5, 2017

SUBJECT: Amendments to Board Rules of Procedure and Committee Charters

Attached please find the amendments to the Board's Rules of Procedure for Board Meetings and to the charters for CFX standing committees which are necessary to implement the recently passed state legislation expanding the governing board to include a representative from the Brevard County Commission.

JLP/ml
Attached: Resolution and Amended Rules

A RESOLUTION OF THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY AMENDING RULES OF PROCEDURE FOR BOARD MEETINGS

WHEREAS, Florida Statutes Chapter 348 Part III Section 348.753 creates the governing Board of the Central Florida Expressway Authority (“CFX”) and sets forth the powers, duties and obligations of such Board; and

WHEREAS, in the 2017 legislative session the Florida Legislature adopted Senate Bill 720 which expanded the CFX governing Board to include an appointee from the Brevard County Commission; and

WHEREAS, the governing Board of the CFX wishes to amend its previously adopted Rules of Procedure to be consistent with the state legislation.

NOW, THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY as follows:

Section 1. ADOPTION AND CODIFICATION, The Rules of Procedure for Board Meetings attached hereto as Exhibit “A” are hereby adopted, ratified and confirmed as a Permanent Rule to be codified in the CFX Permanent Rules as Chapter 1-1 “Procedure for Board Meetings.”

Section 2. EFFECTIVE DATE. This Resolution shall take effect immediately upon adoption by the CFX governing Board.

ADOPTED this _____ day of July, 2017.

Buddy Dyer
CFX Board Chairman

ATTEST: _____
Darleen Mazzillo
Executive Assistant

Approved as to form and legality

Joseph L. Passiatore
General Counsel

CENTRAL FLORIDA EXPRESSWAY AUTHORITY

RULES OF PROCEDURE FOR BOARD MEETINGS

Part I - General

1-1.001 **Organization.** Pursuant to Section 348.754(2)(m), Florida Statutes, these Rules of Procedure are approved by the governing Board of the Central Florida Expressway Authority (the “Board”) and shall govern all proceedings of the Board except to the extent they may be inconsistent with Florida law in which case Florida law shall govern.

1-1.002 **Purpose.** The purpose of these Rules is to provide for the smooth and orderly functioning of the business of the Board of the Central Florida Expressway Authority and to facilitate an open exchange of ideas among Board members and between Board members and the public. Board members shall at all times observe and comply with the provisions of Florida’s Government in the Sunshine Law, s. 286.011 Florida Statutes.

These rules shall not grant additional grounds or standing to challenge an action of the Board or Authority other than those grounds already existing in constitutional, statutory or case law.

1-1.003 **Definitions.**

1. Authority shall mean the Central Florida Expressway Authority or “CFX” as created by Florida Statutes Chapter 348 Part III, Sections 348.751 et. seq.

The Authority is legally classified as an independent special district under Chapter 189, F.S., and is listed as such by the Department of Economic Opportunity. Although the Authority is designated as an “agency of the State” in its Enabling Act, it is not an executive branch agency. Instead it is designated as an “agency of the State” because it shares certain powers conferred by law on other state governmental bodies.

2. Board shall mean the governing body of the Authority, consisting of ten (10) ~~nine (9)~~ members in accordance with Section 348.753(3), Florida Statutes 2017.

3. Chairman shall mean the member of the Board elected by the Board to serve as Chairman. The Chairman shall be the presiding officer at all meetings of the Authority except that in the Chairman's absence, the Vice Chairman shall preside. The Chairman shall have all rights and privileges while he/she is presiding (e.g. the right to make motions, second motions, speak and vote), without relinquishing the chair.
4. Vice-Chairman shall mean the member of the Board elected by the Board to serve as Vice-Chairman. The Vice-Chairman shall preside at all meetings when the Chairman is not present or unable to serve.
5. The Treasurer shall mean the member of the board elected by the Board to serve as Treasurer. The Treasurer shall give a report each meeting as to the expenditures of the Authority.
6. The Executive Director of Florida Turnpike Enterprise is a non-voting advisor to the Board.
7. Executive Assistant shall be an employee of the Authority to assist in the preparation and execution of documents and records.

1-1.004 **Membership & Terms of Office.** Membership and terms on the Board shall be as prescribed by Section 348.753(3) Florida Statutes.

Should the Chairman resign from Board services, become incapacitated or otherwise have his or her term expire; and the seat filled by another; the Vice-Chairman will assume the position of Chairman until a special election for Chairman is held at the first meeting following the expiration of the Chairman's term. If the Vice-Chairman, or Treasurer is elected Chairman, then an election shall be held for that position's successor.

The elected successor(s) will fill the unexpired portion of the term and be eligible for reappointment to a full term at the discretion of the Board at the regular elections in January.

1-1.005 **Officers – Term of Officers.** Officers for the position of Chairman, Vice-Chairman and Treasurer shall be elected by nomination and majority vote annually at the regular meeting held in January.

1-1.006 **Meetings.**

1. Regular Meetings

The Board shall meet once each month, on the second Thursday of the month at 9:00 a.m. so long as there is business to conduct. All regular

meetings shall be held at the Authority's offices at 4974 ORL Tower Road, Orlando, Florida 32807. The date, time and place of meetings may be changed by the Board from time to time provided the notice requirements set forth below have been satisfied.

2. Special and Emergency Meetings

Special and Emergency Meetings may be called by (1) the Chairman at his/her discretion or (2) in the absence or incapacity of the Chairman by the Vice Chairman or (3) by any six (6) ~~five (5)~~ or more Board members during a Board meeting or (4) at the discretion of the Executive Director upon a request from a Board member.

1-1.007

Notice.

1. Notice Required for Regular and Special Meetings or Hearings

A. Written notice of regular and special meetings or hearings shall be electronically mailed to each Board member at least seven (7) days prior to the meeting date. A copy of such notice shall be prominently displayed in the Authority offices and shall also be given by the Authority to the appropriate persons at Orange County, Lake County, Osceola County, Seminole County, Brevard County and at the City of Orlando to be displayed in a prominent place in the various County Administration Buildings and at Orlando City Hall at least seven (7) days prior to the meeting. In addition, notices shall be electronically mailed to all persons who, at least fourteen (14) days prior to such mailing, have requested advance notice of Authority proceedings.

B. In addition, pursuant to Section 189.015, Florida Statutes, the Authority shall publish a schedule of its regular meetings which shall be filed in January of each year with Orange, Lake, Osceola, Seminole, Brevard Counties and the City of Orlando. The schedule shall be published annually in January in a newspaper of general paid circulation in that portion of the newspaper where legal notices and classified advertisements appear. The advertisement shall appear in a newspaper that is published at least five (5) days a week and be one of general interest and readership in the community and not one of limited subject matter.

2. Form of Notice for Regular and Special Meetings or Hearings

The notice for regular and special meetings or hearings shall state:

(1) The date, time and place of the meeting.

- (2) A brief description of the purpose of the meeting and the business to be transacted.

3. Notice for Emergency Meetings or Emergency Hearings

By their very nature, Emergency Meetings and Emergency Hearings may preclude advance notice. However, reasonable efforts (electronic mail, telephone, fax and hand delivery) shall be made to notify all Board members in advance of the Emergency Meeting or Emergency Hearing. Reasonable efforts shall also be made prior to Emergency Meeting to provide notice by issuing press releases and to give notice to persons who have requested advance notice of Authority meetings by electronic mail. The notice requirements in 1-1.007(1) and (2) above shall not apply to Emergency Meetings or Emergency Hearings. If practicable, notices shall be posted at Authority offices, the Orange, Lake, Osceola, ~~and Seminole,~~ and Brevard County Administration Buildings and Orlando City Hall. Following an Emergency Meeting or Emergency Hearing the Authority shall forward to all persons entitled to receive notice of regular, annual and special meetings a notice of the date, time and place of the Emergency Meeting or Emergency Hearing, a statement explaining why it was held and the action taken. All actions taken at an Emergency Meeting or Emergency Hearing are void unless ratified by the Board at the next regular meeting.

1-1.008

Agendas for Regular and Special Meetings or Hearings.

1. Advance Preparation Required

An agenda for each regular and special meeting or hearing shall be prepared by the Authority sufficiently in advance of the meeting or hearing to ensure that an electronic copy of the agenda may be received seven (7) days before the meeting by all Board members and any person who has requested a copy and pays the reasonable cost thereof, if any.

2. Agenda Items

- A. The Executive Director shall be responsible for preparing the agenda. Any Board member with an item to be placed on an agenda shall provide the item in writing, together with any backup information, to the Executive Director no later than 12:00 Noon on the eighth calendar day preceding the Board meeting. Such items shall be placed on the next upcoming meeting agenda unless the Board member agrees to a postponement or to withdraw the item. The Executive Director shall provide the Board members a

reminder via electronic mail of the deadline date for the agenda items.

- B. The Executive Director or any Board member may add an item to an agenda that has been made available to Board members and the public no later than noon on the third business day prior to the meeting date. The Executive Director shall provide an amended agenda electronically to the Board members and all persons who, at least fourteen (14) days prior to such mailing, have requested advance notice of Authority proceeding by close of business on that same day.

3. Form of Agenda

The agenda shall list the items to be resolved at the meeting, in the order in which they are to be considered. For good cause stated, items may be taken out of order with the approval of the Chairman or presiding officer. The form of agenda shall be substantially as follows, subject to change from time to time by the Board:

DATE, TIME AND PLACE OF MEETING LOCATION

- (1) Call to order
- (2) Public Comment
- (3) Review and approval of Minutes of Preceding Meeting
- (4) Approval of Consent Agenda
- (5) Chairman's Report
- (6) Treasurer's Report
- (7) Executive Director's Report
- (8) Regular Agenda: Separate Motion
- (9) Board member Comment

Notice that the meeting is open to the public and that any person who decides to appeal any decision made at the meeting will need a record of the proceedings and that for such purpose, may need to ensure that a verbatim record of the proceedings is made which record includes testimony and evidence upon which the appeal is to be based per Florida Statutes 286.0105.

1-1.009

Authority Board Meeting Minutes.

The Executive Assistant of the Authority shall keep the official minutes of the Authority, transcribe them into writing and have them approved at the next subsequent meeting. The minutes shall indicate who made each motion and how each Board member voted.

The minutes of each meeting of the Authority, when approved, shall be the original and controlling record of the meeting. Before being submitted for approval, staff shall provide the Board members a draft copy in advance of the next scheduled meeting.

1-1.010

Quorum and Voting.

A quorum at any meeting shall require the physical presence of at least six ~~five~~ Board members. A quorum shall be required for the conducting of all official business. The vote of the majority of the members present at a meeting where a quorum exists (with at least six ~~five~~ members casting an affirmative vote) shall be necessary for any action taken by the Authority. Due to scheduling conflicts or illness a Board member may appear by telephone and vote on Authority matters where a quorum is physically present not to exceed three meetings per calendar year. The participating absent Member must be able to hear all participants in the meeting and be heard by all participants.

A. Voice Votes; Roll Call Votes. Except as provided otherwise in this Section, all votes shall be taken by an “aye” or “no” vote (voice vote) unless it is determined by the Chairman or a Board member that a roll call vote would be in order.

1. A Roll call vote shall be taken by alphabetical order, with the Chairman voting last.

2. When a roll call vote is called, after the Chairman has made clear the motion, the Executive Assistant shall be directed to call the roll; no member shall be entitled to speak on the motion, nor shall any motion be in order until such roll call is completed and the result announced by the Chairman.

B. Proper Voting. All voice votes shall be taken requesting those in favor to say “aye” and those opposed to say “no.” A vote requesting those in favor to say “aye” and those opposed “like sign” (meaning “aye”) shall not be used.

C. Regardless of the number of Board members voting, an affirmative vote of ~~five (5)~~ six (6) members of the Board shall be required to pass any agenda item, F.S. 348.753(4)(a).

D. *Abstentions.* Neither the Chairman nor any other Board member who is present at any meeting of the Board at which an official decision, ruling, or other official act is to be taken or adopted may abstain from voting in regard to any decision, ruling, or act, and a vote shall be recorded for each such Board member present, except when, with respect to any such member, there is or appears to be a possible conflict of interest, in which case the Board member shall comply with Section 112.3143 of Florida Statutes or other applicable law.

1-1.011 Public Comment.

The right to be heard and the right to public input is hereby endorsed and adopted as follows: Any citizen has the right to appear before the Board on a non-agenda item or an agenda item for the presentation, adjustment or determination of an issue, matter or request within the Board's authority and jurisdiction, so far as the orderly conduct of public business permits. Matters shall be reasonably scheduled for the convenience of the general public, so that the public may know when a matter has been scheduled. Each speaker shall be limited to three minutes unless otherwise extended by the Chairman. The provisions of this subsection, however, shall not be construed to supersede, supplement, or modify any citizen participation process established in state law for public hearings before the Board, such as the procedures for quasi-judicial hearings. Nor shall the provisions of this subsection be used to avoid, supersede or modify the Authority's procurement rules, including, but not limited to, the "protest process" and the "black-out period."

The Authority's staff is directed to prepare the appropriate forms for a Public Comment Request by citizens which forms shall be made available both on the Authority's internet website and in the lobby area outside the Board's meeting room.

Speakers must be courteous and non-disruptive. If a person continues disruptive behavior after being asked to stop, the Chairman may take appropriate action.

1-1.012 Committees of the Board.

The Board may create standing committees for specific areas of the Authority. The policies, procedures and appointment method shall be approved by the Board when a standing committee is created.

Part II - Motions

1-1.013 Motions To Be Stated by the Chairman.

No motion or resolution shall be adopted until the motion or resolution, in substance, is stated by the Chairman.

1-1.014 Main Motion.

A main motion shall be a motion whose introduction brings business before the Board. A second is required.

1-1.015 Motion to Amend.

If a member feels that the main motion might be more acceptable in another way, other than the way presented, the member may amend in either of the two ways presented:

A. By consent of the members. The Chairman, or another member through the Chairman, may ask if certain changes may be made to the motion. If there are no objections from the members, the motion will stand as changed (amended). If there are no objections, the second shall remain. (“No objection” implies that the person seconding the motion agrees.) The main motion shall then be as it was changed (or amended by general consent). If there is an objection from any member, a second to the amendment shall be required and a vote taken. There may be discussion to the amendment at that time, and an affirmative vote of six ~~five~~ members shall be required to pass the amendment.

B. Formal Amendment. An amendment may be presented formally by moving to amend the motion in some way (e.g., insert, add words or paragraph, strike out words or paragraph, or strike out and insert words or paragraphs). If it is in the form of a formal motion to amend, a second shall be required and discussion shall follow on the amendment. If an amendment passes by an affirmative vote of six ~~five~~ members, the main motion shall be the motion as amended. If it fails, the motion shall be the motion as it was before the amendment was presented.

1-1.016 Call the Question (Previous Question) or Motion to End Discussion/Debate.

A member of the Board may “call the question” (a motion to end debate) when it is clear that further discussion is unnecessary. A second is required, and no discussion may be allowed on this motion. An affirmative vote of six ~~five~~ members shall be required to pass this motion.

1-1.017 Motion to Reconsider.

If in the same meeting new information or changed situations make it appear that a different result might reflect the will of the Board, a member may move to reconsider the vote. A motion to reconsider may be applied to a vote that was either affirmative or negative and shall propose no specific change in a decision, but simply propose that the motion be reopened for discussion and re-vote. The motion to reconsider may be made by any member of the prevailing side of the vote. A second shall be required, and there may be discussion as to the reasons for reconsidering. An affirmative vote of six ~~five~~ members shall be required to pass this motion.

1-1.018 Motion to Rescind.

If a Board member wishes to annul an action taken at a previous meeting, the motion to rescind may be used, subject to the restrictions in this rule. A request to annul an action by a Board member is required to be noticed and placed on an agenda. The Board member making this request shall make a motion to rescind and a second is required. Discussion can go into the merits of the motion involved in rescinding. Once the previous action is rescinded by an affirmative vote of six ~~five~~ members, the question of whether a further motion and vote is needed will depend on the circumstances.

1-1.019 Point of Order.

A member may call for a point of order if he/she believes that the Chairman has failed to notice a breach in the Rules. This point of order shall require the Chairman to make a ruling on the question involved. The General Counsel, or his/her designee in his/her absence, shall serve as parliamentarian and shall advise and assist the Chairman and the Board on matters of Board procedure.

1-1.020 Recess.

A recess may be taken as it appears on the agenda or at any time by the Chairman when he/she deems it advisable, or by a motion from a member. If the motion is made by a member, a second shall be required and an affirmative vote of six ~~five~~ members is required.

Part III - Amendment, Review and Effective Date

1-1.021 Robert's Rules.

The rules contained in the 11th edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Rules of Procedure for Board meetings, special rules of order the Board may adopt, and the laws of the State of Florida.

1-1.022 Amendments and Revisions.

These rules may be amended or revised by an affirmative vote of six (6) ~~five (5)~~ or more members of the Board at a regular or special meeting.

1-1.023 Review.

The Board shall institute a review of the rules at least every two years.

1-1.024 Effective Date, Repeal and Codification.

These Rules of Procedure shall be effective upon adoption, and shall be codified as Chapter 1-1 of the Authority's permanent rules.

**A RESOLUTION OF THE
CENTRAL FLORIDA EXPRESSWAY AUTHORITY
AMENDING ITS
FINANCE COMMITTEE CHARTER
TO ADD AN APPOINTEE FROM THE BREVARD
COUNTY COMMISSION CITIZEN
REPRESENTATIVES**

WHEREAS, the Central Florida Expressway Authority (CFX) is Central Florida's regional expressway authority duly authorized by state law to maintain and operate an expressway system in Lake, Orange, Osceola, ~~and~~ Seminole and Brevard counties; and

WHEREAS, CFX previously adopted a policy creating the Finance Committee and its Charter; and

WHEREAS, in the 2017 legislative session the Florida Legislature adopted Senate Bill 720 which expanded the CFX governing Board to include an appointee from the Brevard County Commission; and

WHEREAS, the governing Board wishes to amend its previously adopted Finance Committee Charter to be consistent with the state legislation.

NOW THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY, the following amendments are hereby adopted by the governing Board:

Section 1.

The Finance Committee shall be composed of the following voting members:

1. Orange County staff member or citizen representative appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member or citizen representative appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member or citizen representative appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member or citizen representative appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;

5. Seminole County staff member or citizen representative appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.
6. Brevard County staff member or citizen representative appointed by the Brevard County Commission or in accordance with Brevard County's policies providing for appointments to other governmental agencies.
- ~~6-7~~ Up to three (3) citizen representative appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing upon appointment which term may be renewed. One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.

Committee member appointments may not be delegated. The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representatives shall serve at the pleasure of the CFX Board. Committee members should have financial management expertise in governmental accounting and experience in public finance.

Section 2. Chairman Selection. The Finance Committee will be chaired on an annual, rotating basis beginning September 1, ~~2017~~~~1~~, ~~2014~~, in the following order (current 2016-17 term remains in effect):

<u>Current</u>	Lake County Representative
<u>2017-2018</u>	One of Citizen Representatives
<u>2018-2019</u>	Orange County Representative
<u>2019-2020</u>	<u>Brevard County Representative</u>
<u>2020-2021</u>	Seminole County Representative
<u>2021-2022</u>	City of Orlando Representative
<u>2022-2023</u>	Osceola County Representative

The Finance Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

Section 3. Quorum. If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of nine eight members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of eight seven members and a quorum shall be five members present. If only one appointment is made the Committee shall consist of seven six members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

Section 4. The revised Charter is adopted in its entirety as Exhibit "A".

Section 5. This Resolution shall become effective upon adoption.

ADOPTED this _____ day of ~~July~~ April 2017~~6~~.

~~Buddy Dyer~~ Welton G. Cadwell
~~CFX Chairman~~

ATTEST: _____
Darleen Mazzillo
Executive Assistant

Approved as to form and legality:

Joseph L. Passiatore
General Counsel

EXHIBIT "A"

**CENTRAL FLORIDA EXPRESSWAY AUTHORITY BOARD
FINANCE COMMITTEE CHARTER**

PURPOSE

The Finance Committee's primary function is to assist the Authority Board in fulfilling its responsibilities by providing financial and budgetary oversight and guidance.

RESPONSIBILITIES

The Finance Committee is responsible for conducting reviews and associated recommendations to the Board regarding capital budgeting, debt structure and issuance, liquidity, credit management, financial forecasting and interest rate risk management.

ORGANIZATION

The Finance Committee shall be composed of the following voting members:

1. Orange County staff member or citizen representative appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member or citizen representative appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member or citizen representative appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member or citizen representative appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member or citizen representative appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies;
- 5.6. Brevard County staff member or citizen representative appointed by the Brevard County Commission or in accordance with Brevard County's policies providing for appointments to other governmental agencies.
- 6.7. Up to three (3) citizen representative appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing upon appointment which term may be renewed. In the event of continued absenteeism, the Chair may recommend to the Board alternate appointments.

Committee member appointments may not be delegated. The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representatives shall serve at the pleasure of the CFX Board.

Committee members should have financial management expertise in governmental accounting and experience in public finance.

CHAIRMAN SELECTION

The Finance Committee will be chaired on an annual, rotating basis beginning September 1, 2017 ~~11, 2014~~, in the following order (current 2016-17 term remains in effect):

<u>Current</u>	Lake County Representative
<u>2017-2018</u>	One of Citizen Representatives
<u>2018-2019</u>	Orange County Representative
<u>2019-2020</u>	<u>Brevard County Representative</u>
<u>2020-2021</u>	Seminole County Representative
<u>2021-2022</u>	City of Orlando Representative
<u>2022-2023</u>	Osceola County Representative

The Finance Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

SUPPORT STAFF

The Central Florida Expressway Authority Chief Financial Officer shall serve as an advisor to the Committee and may retain independent consultants to assist in the conduct of Authority responsibilities, subject to the Authority's procurement policy and budget.

MEETINGS

The Finance Committee shall meet as required to review financial and budgetary matters and provide guidance to Authority staff and consultants. Meetings may be called by the Executive Director, Chief Financial Officer or the Finance Committee Chair.

Public notice shall be provided in accordance with state law.

An agenda will be prepared by the Executive Director and the Chief Financial Officer and provided in advance to members, along with appropriate briefing materials.

Committee recommendations for financial and budgetary actions shall be submitted to the Board for approval. Draft committee meeting minutes and any other Committee actions shall be submitted to the Authority Board for information and/or approval.

QUORUM

If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of nine ~~eight~~ members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of eight~~seven~~ members and a quorum shall be five members present. If only one

| appointment is made the Committee shall consist of seven ~~six~~ members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

**A RESOLUTION OF THE
CENTRAL FLORIDA EXPRESSWAY AUTHORITY
AMENDING ITS
AUDIT COMMITTEE CHARTER
TO ADD AN APPOINTEE FROM THE BREVARD
COUNTY COMMISSION CITIZEN
REPRESENTATIVES**

WHEREAS, the Central Florida Expressway Authority (CFX) is Central Florida's regional expressway authority duly authorized by state law to maintain and operate an expressway system in Lake, Orange, Osceola, ~~and~~ Seminole and Brevard counties; and

WHEREAS, CFX previously adopted a policy creating the Audit Committee and its Charter; and

WHEREAS, in the 2017 legislative session the Florida Legislature adopted Senate Bill 720 which expanded the CFX governing Board to include an appointee from the Brevard County Commission; and

WHEREAS, the governing Board wishes to amend its previously adopted Audit Committee Charter to be consistent with the state legislation.

NOW THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY, the following amendments are hereby adopted by the governing Board:

Section 1. The Audit Committee shall be composed of the following voting members:

1. Orange County staff member or citizen representative appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member or citizen representative appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member or citizen representative appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member or citizen representative appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member or citizen representative appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.

5-6. Brevard County staff member or citizen representative appointed by the Brevard County Commission or in accordance with Brevard County's policies providing for appointments to other governmental agencies.

6-7. Up to three (3) citizen representatives appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing upon appointment which term may be renewed.

One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made. Committee member appointments may not be delegated. The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representatives shall serve at the pleasure of the CFX Board. Committee members should have financial expertise in general accounting principles and experience reviewing financial statements and audit reports.

Section 2. Chairman selection. The Audit Committee will be chaired on an annual, rotating basis beginning September 1, 2017 ~~11, 2014~~, in the following order (current 2016-17 term remains in effect):

<u>Current</u>	Seminole County Representative
<u>2017-2018</u>	Osceola County Representative
<u>2018-2019</u>	One of Citizen Representatives
<u>2019-2020</u>	Lake County Representative
<u>2020-2021</u>	City of Orlando Representative
<u>2021-2022</u>	<u>Brevard County Representative</u>
<u>2022-2023</u>	Orange County Representative

The Audit Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

Section 3. Quorum. If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of nine ~~eight~~ members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of eight ~~seven~~ members and a quorum shall be five members present. If only one appointment is made the Committee shall consist of seven ~~six~~ members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

Section 4. The revised Charter is adopted in its entirety as Exhibit "A".

Section 5. This Resolution shall become effective upon adoption.

ADOPTED this _____ day of ~~July~~ April 2017~~6~~.

~~Welton G. Cadwell~~ Buddy Dyer
CFX Board Chairman

ATTEST: _____
Darleen Mazzillo
Executive Assistant

Approved as to form and legality:

Joseph L. Passiatore
General Counsel

EXHIBIT "A"
CENTRAL FLORIDA EXPRESSWAY AUTHORITY BOARD
AUDIT COMMITTEE CHARTER

PURPOSE

The Audit Committee's primary function is to assist the Authority Board in fulfilling its oversight responsibilities by reviewing the financial information, systems of internal control which Management has established, the audit process, the process for monitoring compliance with laws and regulations and the Code of Ethics. In doing so, it is the responsibility of the Audit Committee to provide an open avenue of communication between the Authority Board, Management, the Internal Auditor, and external auditors. The Audit Committee is provided specific authority to make recommendations to the Chief Financial Officer, the Executive Director and the Authority Board.

ORGANIZATION

The Audit Committee shall be composed of the following voting members:

1. Orange County staff member or citizen representative appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member or citizen representative appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member or citizen representative appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member or citizen representative appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member or citizen representative appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.
- 5.6. Brevard County staff member or citizen representative appointed by the Brevard County Commission or in accordance with Brevard County's policies providing for appointments to other governmental agencies.
- 6.7. Up to three (3) citizen representatives appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing upon appointment which term may be renewed. One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.

Committee member appointments may not be delegated. The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representatives shall serve at the pleasure of the CFX Board. Committee members should have financial expertise in general accounting principles and experience reviewing financial statements and audit reports.

CHAIRMAN SELECTION

The Audit Committee will be chaired on an annual, rotating basis beginning September 1, 2017 ~~11, 2014~~, in the following order (current 2016-17 term remains in effect):

<u>Current</u>	Seminole County Representative
<u>2017-2018</u>	Osceola County Representative
<u>2018-2019</u>	One of Citizen Representatives
<u>2019-2020</u>	Lake County Representative
<u>2020-2021</u>	City of Orlando Representative
<u>2021-2022</u>	<u>Brevard County Representative</u>
<u>2022-2023</u>	Orange County Representative

The Audit Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

SUPPORT STAFF

The Internal Audit Director and the external auditors shall have direct and independent access to the Audit Committee and individually to members of the Audit Committee. The Committee shall have unrestricted access to employees and relevant information. The Committee may retain independent counsel, accountants or others to assist in the conduct of its responsibilities, subject to the Authority's procurement policy.

QUORUM

If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of nine ~~eight~~ members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of eight ~~seven~~ members and a quorum shall be five members present. If only one appointment is made the Committee shall consist of seven ~~six~~ members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

MEETINGS

The Audit Committee shall meet at least quarterly. Meetings may be called by the Authority Board Chairman, the Audit Committee Chair, or any two Committee members. Public notice shall be provided in accordance with State law.

The agenda will be prepared by the Internal Audit Director and approved by the Chair and provided in advance to members, along with appropriate briefing materials. In the absence of any objection, the Chair or any Committee member may add or subtract agenda items at a meeting. In the event of objection, a majority vote shall decide.

The Committee meeting minutes and any Committee recommendations shall be submitted to the Authority Board for consideration.

RESPONSIBILITIES

Financial Reporting Oversight

1. Review with Management and the external auditors:
 - The annual financial statements and related footnotes;
 - The external auditors' audit of the financial statements and their report;
 - Management's representations and responsibilities for the financial statements;
 - Any significant changes required in the audit plan;
 - Information from the external auditors regarding their independence;
 - Any difficulties or disputes with Management encountered during the audit;
 - The organization's accounting principles;
 - All matters required to be communicated to the Committee under generally accepted auditing standards.
2. Review with Management, the Authority's financial performance on a regular basis.

Internal Control and Risk Assessment

3. Review with Management the effectiveness of the internal control system, including information technology security and control.
4. Review with Management the effectiveness of the process for assessing significant risks or exposures and the steps Management has taken to monitor and control such risks.
5. Review any significant findings and recommendations of the Internal Auditor and external auditors together with Management's responses, including the timetable for implementation of recommendations to correct any weaknesses.

Compliance

6. Review with Management the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.

Code of Ethics

7. Review with Management and monitor adequacy, administration, and compliance with the Authority's Code of Ethics.
8. Review the procedures for the anonymous and confidential submission of complaints and concerns regarding matters such as accounting, internal controls, auditing, waste, abuse, fraud, conflicts of interest, or other Code of Ethics violations.

Internal Audit

9. Recommend to the Board the appointment or removal of the Internal Audit Director.
10. Review and approve the annual internal audit plan and all major changes to the plan.
11. Review the internal audit budget and submit to the Finance Committee.
12. Review and approve the Internal Audit Department Charter.
13. Review internal audit reports and recommend transmittal and acceptance of the audit for filing with the governing Board which shall be accomplished by separate item on the Consent Agenda at a regularly scheduled meeting.
14. Review annually the performance of the Internal Audit Director.
15. Review annually the effectiveness of the internal audit function.

External Audit

16. Appoint an Audit Committee Member to serve on the Selection Committee for all external audit services.

17. Recommend to the Authority Board the external auditors to be appointed and the related compensation.
18. Review and approve the discharge of the external auditors.
19. Review the scope and approach of the annual audit with the external auditors.
20. Approve all non-audit services provided by the external auditors.

Other Authority and Responsibilities

21. Conduct other activities as requested by the Authority Board.
22. Conduct or authorize investigations into any matter within the Committee's scope of responsibilities.
23. Address any disagreements between Management and the Internal Auditor or external auditors.
24. Annually evaluate the Committee's and individual member's performance.
25. Review the Committee's formal Charter annually and update as needed.
26. Confirm annually that all responsibilities outlined in this Charter have been carried out.

**A RESOLUTION OF THE
CENTRAL FLORIDA EXPRESSWAY AUTHORITY
AMENDING ITS
OPERATIONS COMMITTEE CHARTER
TO ADD AN APPOINTEE FROM THE BREVARD
COUNTY COMMISSION CITIZEN
REPRESENTATIVES**

WHEREAS, the Central Florida Expressway Authority (CFX) is Central Florida's regional expressway authority duly authorized by state law to maintain and operate an expressway system in Lake, Orange, Osceola, ~~and~~ Seminole and Brevard counties; and

WHEREAS, CFX previously adopted a policy creating the Operations Committee and its Charter; and

WHEREAS, in the 2017 legislative session the Florida Legislature adopted Senate Bill 720 which expanded the CFX governing Board to include an appointee from the Brevard County Commission; and

WHEREAS, the governing Board wishes to amend its previously adopted Operations Committee Charter to be consistent with the state legislation.

NOW THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY, the following amendments are hereby adopted by the governing Board:

Section 1.

The Operations Committee shall be composed of the following voting members:

1. Orange County staff member or citizen representative appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member or citizen representative appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member or citizen representative appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member or citizen representative appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;

5. Seminole County staff member or citizen representative appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies;
6. Brevard County staff member or citizen representative appointed by the Brevard County Commission or in accordance with Brevard County's policies providing for appointments to other governmental agencies.
- 6.7. Up to three (3) citizen representatives appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing upon appointment which term may be renewed. One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.

Committee member appointments may not be delegated. The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representatives shall serve at the pleasure of the CFX Board. Committee members should have operations and management experience.

Section 2. Chairman Selection: The Operations Committee will be chaired on an annual, rotating basis beginning September 1, 2017 ~~11, 2014~~, in the following order (current 2016-17 term remains in effect):

<u>Current</u>	One of Citizen Representatives
<u>2017-2018</u>	Lake County Representative
<u>2018-2019</u>	Osceola County Representative
<u>2019-2020</u>	Orange County Representative
<u>2020-2021</u>	<u>Brevard County Representative</u>
<u>2021-2022</u>	Seminole County Representative
<u>2022-2023</u>	City of Orlando Representative

The Operations Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

Section 3. Quorum. If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of nine ~~eight~~ members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of eight ~~seven~~ members and a quorum shall be five members present. If only one appointment is made the Committee shall consist of seven ~~six~~ members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

Section 4. The revised Charter is adopted in its entirety as Exhibit "A".

Section 5. This Resolution shall become effective upon adoption.

ADOPTED this _____ day of ~~July 2017~~ April 2016.

~~Buddy Dyer~~ Welton G. Cadwell
CFX Chairman

ATTEST: _____
Darleen Mazzillo
Executive Assistant

Approved as to form and legality:

Joseph L. Passiatore
General Counsel

EXHIBIT "A"
CENTRAL FLORIDA EXPRESSWAY AUTHORITY BOARD
OPERATIONS COMMITTEE CHARTER

PURPOSE

The Operations Committee's primary function is to assist the Authority Board in fulfilling its responsibilities by reviewing operational information, toll collection and violation processing functions, and established agency performance indicators to monitor agency operations. The Operations Committee has the specific responsibility and authority to make recommendations to the Executive Director and the Authority Board regarding operational issues.

RESPONSIBILITIES

1. Review with Management:
 - Toll revenue collection results;
 - Toll violation reports;
 - Any proposed changes to operational policies;
 - Any proposed change to the Authority Operational Business Rules;
 - Any additions or changes to Authority interoperability agreements with other agencies.
2. Review with management the Authority's annual operational performance as reported by the FTC Transportation Authority Monitoring and Oversight report.
3. Review with management the results of the bi-annual customer service survey.
4. Review with management the performance of the toll collection and back office staffing of consultants.
5. Conduct other operational activities as requested by the Authority Board.

ORGANIZATION

The Operations Committee shall be composed of the following voting members:

1. Orange County staff member or citizen representative appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member or citizen representative appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member or citizen representative appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member or citizen representative appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member or citizen representative appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies;
6. Brevard County staff member or citizen representative appointed by the Brevard County Commission or in accordance with Brevard County's policies providing for appointments to other governmental agencies.

~~6.7.~~ Up to three (3) citizen representatives appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing upon appointment which term may be renewed. One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.

Committee member appointments may not be delegated. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representatives shall serve at the pleasure of the CFX Board. The Committee members will serve at the pleasure of their respective jurisdictions. Committee members should have operations and management experience.

CHAIRMAN SELECTION

The Operations Committee will be chaired on an annual, rotating basis beginning September 1, ~~2017~~ ~~11, 2014~~, in the following order (current 2016-17 term remains in effect):

<u>Current</u>	One of Citizen Representatives
<u>2017-2018</u>	Lake County Representative
<u>2018-2019</u>	Osceola County Representative
<u>2019-2020</u>	Orange County Representative
<u>2020-2021</u>	<u>Brevard County Representative</u>
<u>2021-2022</u>	Seminole County Representative
<u>2022-2023</u>	City of Orlando Representative

The Operations Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

MEETINGS

The Operations Committee shall meet as required to adequately fulfill Committee responsibilities. Meetings may be called by the Executive Director, the Authority Board Chairman, and/or the Operations Committee Chair.

Public notice shall be provided in accordance with state law.

An agenda will be prepared by the Executive Director and provided in advance to members, along with appropriate briefing materials.

The draft Committee meeting minutes and Committee recommendations shall be submitted to the Authority Board for information and/or approval as required.

QUORUM

If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of nine-eight members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of eightseven members and a quorum shall be five members present. If only one appointment is made the Committee shall consist of seven six members and a quorum shall be four members present. In order for any action or recommendation to pass there

must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

**A RESOLUTION OF THE CENTRAL FLORIDA
EXPRESSWAY AUTHORITY AMENDING ITS
RIGHT OF WAY COMMITTEE CHARTER
TO ADD AN APPOINTEE FROM THE BREVARD COUNTY
COMMISSION CITIZEN REPRESENTATIVES**

WHEREAS, the Central Florida Expressway Authority (CFX) is Central Florida's regional expressway authority duly authorized by state law to maintain and operate an expressway system in Lake, Orange, Osceola, ~~and~~ Seminole ~~and~~ Brevard counties; and

WHEREAS, CFX possesses the power of eminent domain in order to acquire real property to expand and operate the expressway system; and

WHEREAS, CFX has created a Right of Way Committee to advise its Board on all real property acquisition and disposition matters to come before its Board;

WHEREAS, in the 2017 legislative session the Florida Legislature adopted Senate Bill 720 which expanded the CFX governing Board to include an appointee from the Brevard County Commission; and

WHEREAS, the governing Board wishes to amend its previously adopted Right of Way Committee Charter to be consistent with the state legislation.

NOW THEREFORE, BE IT RESOLVED BY THE CENTRAL FLORIDA EXPRESSWAY AUTHORITY, the following amendments are hereby adopted by the governing Board:

Section 1: The Right of Way Committee shall be composed of the following voting members:

1. Orange County staff member or citizen representative and a designated substitute to serve in their absence, appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member or citizen representative and a designated substitute to serve in their absence, appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member or citizen representative and a designated substitute to serve in their absence, appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member or citizen representative and a designated substitute to serve in their absence, appointed by the Osceola County

- Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member or citizen representative and a designated substitute to serve in their absence, appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies.
 6. Brevard County staff member or citizen representative appointed by the Brevard County Commission or in accordance with Brevard County's policies providing for appointments to other governmental agencies.
 - 6.7. Up to three (3) citizen representatives appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing upon appointment which term may be renewed. One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.

Committee member appointments may not be delegated. The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representatives shall serve at the pleasure of the CFX Board. Committee members should have experience in Florida eminent domain matters or possess sufficient experience in property acquisition and disposition.

Section 2. Chairman Selection. The Right of Way Committee will be chaired on an annual, rotating basis beginning on September 1, 2017~~11, 2014~~, in the following order (current 2016-17 term remains in effect):

<u>Current</u>	Orange County Representative
<u>2017-2018</u>	City of Orlando Representative
<u>2018-2019</u>	Seminole County Representative
<u>2019-2020</u>	One of Citizen Representatives
<u>2020-2021</u>	Osceola County Representative
<u>2021-2022</u>	Lake County Representative
<u>2022-2023</u>	<u>Brevard County Representative</u>

The Right of Way Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

Section 3. Quorum. If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of nine ~~eight~~ members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of ~~eight~~seven members and a quorum shall be five members present. If only one appointment is made the Committee shall consist of seven ~~six~~ members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.

Section 4. The revised Charter is adopted in its entirety as Exhibit "A".

Section 5. This Resolution shall become effective upon adoption.

ADOPTED this _____ day of ~~July 2017~~ April 2016.

ATTEST: _____

Darleen Mazzillo
Executive Assistant

~~Buddy Dyer~~ Welton G. Cadwell
CFX Chairman

Approved as to form and legality:

Joseph L. Passiatore
General Counsel

EXHIBIT "A"

**CENTRAL FLORIDA EXPRESSWAY AUTHORITY BOARD
RIGHT OF WAY COMMITTEE CHARTER**

PURPOSE

The Right of Way Committee's primary function is to assist the Authority Board in fulfilling its responsibilities by providing oversight and control of the property acquisition and disposition process.

The Right of Way Committee shall oversee and assist the Central Florida Expressway Authority right of way activities. Delegation of authority for right of way acquisition activities recognizes the practical need to conduct negotiations for property acquisition, business damage claims and other matters pertinent to real estate transactions in confidence until such time as a settlement is reached.

RESPONSIBILITIES

The Right of Way Committee is responsible for conducting reviews and associated recommendations to the Board regarding property acquisition negotiations, proposed settlements, review of condemnation proceedings and mediation, and other matters related to acquisition negotiations and settlements.

ORGANIZATION

The Right of Way Committee shall be composed of the following voting members:

1. Orange County staff member or citizen representative and a designated substitute to serve in their absence, appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
2. City of Orlando staff member or citizen representative and a designated substitute to serve in their absence, appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
3. Lake County staff member or citizen representative and a designated substitute to serve in their absence, appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
4. Osceola County staff member or citizen representative and a designated substitute to serve in their absence, appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
5. Seminole County staff member or citizen representative and a designated substitute to serve in their absence, appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies;
6. Brevard County staff member or citizen representative appointed by the Brevard County Commission or in accordance with Brevard County's policies providing for appointments to other governmental agencies.

7. Up to three (3) citizen representatives appointed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees. The term for such appointments shall be for two years commencing upon appointment which term may be renewed. One nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.

Committee member appointments may not be delegated. County and City appointments may include contract personnel currently providing services to the appointing entity. Notwithstanding the two year term, the citizen representatives shall serve at the pleasure of the CFX Board. The Committee members will serve at the pleasure of their respective jurisdictions. Committee members should have experience in Florida eminent domain matters or possess sufficient experience in property acquisition and disposition.

CHAIRMAN SELECTION

The Right of Way Committee will be chaired on an annual, rotating basis beginning on September ~~1, 2017~~~~11, 2014~~, in the following order (current 2016-17 term remains in effect):

<u>Current</u>	Orange County Representative
<u>2017-2018</u>	City of Orlando Representative
<u>2018-2019</u>	Seminole County Representative
<u>2019-2020</u>	One of Citizen Representatives
<u>2020-2021</u>	Osceola County Representative
<u>2021-2022</u>	Lake County Representative
<u>2022-2023</u>	Brevard County Representative

The Right of Way Committee Chair shall serve as the Board Liaison and attend CFX Board meetings.

SUPPORT STAFF

The Central Florida Expressway Authority General Counsel's office and Right of Way Counsel shall serve as advisors to the Committee. The Authority General Counsel's office shall provide support to the Committee and may retain independent consultants to assist in the conduct of Authority responsibilities, subject to the Authority's procurement policy and budget.

CONDUCT OF BUSINESS

The Right of Way Committee shall conduct business in accordance with the Central Florida Expressway Authority Property Acquisition and Disposition Procedures Manual.

MEETINGS

The Right of Way Committee shall meet as required to review negotiations and provide guidance to General Counsel, acquisition staff and consultants. Meetings may be called by the Executive Director, General Counsel or the Right of Way Committee Chair.

Public notice shall be provided in accordance with state law.

An agenda will be prepared by General Counsel and provided in advance to members, along with appropriate briefing materials.

Committee recommendations for right of way acquisition and disposition shall be submitted to the Board for approval. Draft Committee meeting minutes and any other Committee recommendations shall be submitted to the Authority Board for information and/or approval.

QUORUM

If all three gubernatorial Board members make nominations and the Board approves the appointments, the Committee shall consist of nine ~~eight~~ members and a quorum shall be five members present. If only two appointments are made the Committee shall consist of ~~eight~~seven members and a quorum shall be five members present. If only one appointment is made the Committee shall consist of ~~seven~~six members and a quorum shall be four members present. In order for any action or recommendation to pass there must be a majority affirmative vote of the quorum based on the then current composition of the Committee.